

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.)

Plaintiff,

vs.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

Civil Civ. Action No. 12-cv-7322

**DECLARATION OF JUDITH L. SPANIER IN SUPPORT OF MOTION OF
CERTIFICATEHOLDERS, ALEXANDER BAKAL, DAVID AND SANDRA
VISHER, AND ESM FUND I, LP TO INTERVENE AS PLAINTIFFS**

Judith L. Spanier declares, under penalty of perjury:

1. I am a member of Abbey Spanier Rodd & Abrams, LLP, counsel for intervening Plaintiffs Alexander Bakal, David Visher and Sandra Visher, and ESM Fund I, LP ("Plaintiffs"). I submit this declaration in support of Plaintiffs' Motion to Intervene pursuant to Fed.R.Civ.P. 24(a)(2) and 24(b)(1)(B).

2. Attached hereto as Exhibit A is an unsigned and unverified version of Plaintiffs' proposed Complaint in Intervention.

3. Attached hereto as Exhibit B is a true and accurate copy of the Court's March 29, 2011 Opinion and Order in *Wells Fargo, N.A. v. ESM Fund I, L, et. al.*, 10 Civ. 7332 (LBS) (S.D.N.Y.).

4. Attached hereto as Exhibit C is a true and accurate copy of a July 25, 2012 email from to Diane Reynolds of U.S. Bank to Intervention Plaintiff Bakal.

5. Attached hereto as Exhibit D is a true and accurate copy of the October 10, 2012 Notice To Investors of the September 28, 2012 filing of the action captioned “Mastr Adjustable Rate Mortgages Trust 2006-0A2, *et al.*, v. UBS Real Estate Securities, Inc.” in the Southern District of New York, 12 CV 7322 (HB). That action was filed as a related action to *Assured Guaranty Municipal Corp. v. UBS Real Estate Securities, Inc.*, 12 CV 1579 (HB).

6. Attached hereto as Exhibit E is a true and accurate list of Quinn Emanuel Urquhart & Sullivan LLP (“Quinn Emanuel”) representations.

DATED: October 15, 2012

/Judith L. Spanier

Judith L. Spanier